

**The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company**

301 West 11th Street, Kansas City, Missouri 64105

RICHARD P. BRUENING
General Counsel

Hon. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 13107-B
NOV 13 1981 12 50 PM
INTERSTATE COMMERCE COMMISSION

1-317A111
NOV 13 1981
FEE \$ 10.00
ICC WASHINGTON, D.C.

Dear Ms. Mergenovich:

Pursuant to 49 USC Sec. 11303 of the Interstate Commerce Act, as amended, and the regulations of the Interstate Commerce Commission promulgated thereunder, there are transmitted herewith for filing and recording, six executed copies of the Amendment to Railroad Equipment Lease (the "Lease Amendment") dated as of October 19, 1981, between General Motors Corporation (Electro-Motive Division), as Lessor, and The Kansas City Southern Railway Company, as Lessee. Said Lease Amendment is an amendment to the Railroad Equipment Lease dated May 7, 1981, and filed together with the Assignment thereof, under Recordation Nos. 13107 and 13107-A. Said previous filings were made on May 19, 1981.

The name and address of the Lessor is:

General Motors Corporation
(Electro-Motive Division)
LaGrange, IL 60525

The name and address of the Lessee is:

The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

A general description of the equipment covered by the Lease is as follows:

Ten (10) General Motors SD-50 Locomotives
(Numbers: KCS 704 through KCS 713, inclusive).

The above identified Lease Amendment has not been previously recorded with the Interstate Commerce Commission, but is an amendment to the Lease and Assignment filed under Recordation Numbers 13107 and 13107-A, respectively.

*John W. [unclear]
for Assistant & [unclear]*

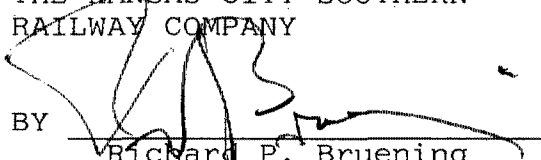
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We request that all copies of the Lease Amendment not required for your files be marked with the Commission filing and recording stamps and returned to the party tendering same.

Yours very truly,

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

BY



Richard P. Bruening
General Counsel

RPB:cm
Encl.

AMENDMENT TO RAILROAD EQUIPMENT LEASE

RECORDATION NO. 13102-E
NOV 13 1981 2 50 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, on May 7, 1981, General Motors Corporation (Electro-Motive Division), a Delaware corporation (the "Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation (the "Lessee") entered into a Railroad Equipment Lease (the "Lease") covering Ten (10) SD-50 Locomotives (Nos. KCS 704 through KCS 713, inclusive); and

WHEREAS, under an Assignment (the "Assignment") certain rights under said Lease were assigned by Lessor to Morgan Guaranty Trust Company of New York, a New York corporation (the "Assignee") on March 25, 1981; and

WHEREAS, the parties to said Lease desire to amend the Lease, and the Assignee consents to said amendment;

NOW, THEREFORE, it is agreed as follows:

1. Paragraph 10 of the Lease is hereby deleted and the following language is substituted therefor:

10. The term of this Agreement, including the obligation of Lessee to pay the rental provided in paragraph 2 hereof shall in respect of each of said Locomotives be for the period beginning on the date of delivery of such Locomotive to Lessee under this Agreement and terminate on a date simultaneous with settlement for and payment of the full purchase price of each of such Locomotives under a permanent plan of financing, or on November 30, 1981, whichever event shall first occur. Lessee's obligation to purchase the Locomotives under the Purchase Agreement or to provide a purchaser therefor on or before November 30, 1981, at the purchase price on which rental payments hereunder are based, shall be absolute, regardless of the condition thereof at such time.

2. All other provisions of the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Amendment to Railroad Equipment Lease to be executed by

their duly authorized officers and their corporate seals to be affixed as of this 19th day of October, 1981.

ATTEST:

J. H. Frost
Assistant Secretary

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

BY

P. K. Haglund
Vice President

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

ATTEST:

Walden D. Dallas
ASSISTANT Secretary

BY

James L. Long
Vice President

CONSENT

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Assignee under the Lease, hereby consents to the above Amendment to Railroad Equipment Lease this 10th day of November, 1981.

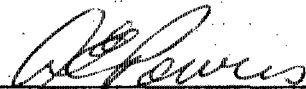
MORGAN GUARANTY TRUST COMPANY OF
NEW YORK

BY

P. H. Beach
Vice President

STATE OF ILLINOIS]
] ss.
COUNTY OF COOK]

On this 22nd day of October, 1981, before me personally appeared P. K. HOGLUND to me personally known, who, being by me duly sworn, says that he is a Vice President of General Motors Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires: March 25, 1985

STATE OF MISSOURI]
] ss.
COUNTY OF JACKSON]

On this 20th day of October, 1981, before me personally appeared Donald L. Graf to me personally known, who, being by me duly sworn, says that he is a Vice President of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the foregoing instrument was the free act and deed of said corporation.



Notary Public

G. B. NIEDERMEYER
Notary Public, State of Missouri
Commissioned in Jackson County
My Commission Expires May 29, 1983